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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

September 25, 2000

RECORDATION NO. 23106 FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

SEP 25 '00 1:52 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale, dated September 22, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller: Greenbrier Railcar, Inc.  
One Centerpointe Drive  
Lake Oswego, OR 97035

[Buyer: Allfirst Bank]

A description of the railroad equipment covered by the enclosed documents is:

3 tri-level autoracks CNA 704690 - CNA 704692 and CNA 704699

Mr. Vernon A. Williams  
September 25, 2000  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale from Greenbrier Railcar, Inc., to Allfirst Bank, covering  
3 tri-level autoracks CNA 704690 - CNA 704692 and CNA 704699.

Also enclosed is a check in the amount of \$26.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that GREENBRIER RAILCAR, INC., a Delaware corporation, in consideration of the sum of \$10.00 paid by ALLFIRST BANK pursuant to the terms of the Purchase and Sale Agreement dated September 25, 2000 between Greenbrier Railcar, Inc. and Allfirst Bank, has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto Allfirst Bank the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto Allfirst Bank, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with Allfirst Bank to warrant and defend title to the railcars hereby sold unto Allfirst Bank, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to Allfirst Bank that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance arising through the undersigned.

THE RAILCARS SHALL BE SOLD TO ALLFIRST BANK BY GREENBRIER RAILCAR, INC. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL GREENBRIER RAILCAR, INC. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

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SEP 25 '00 1:52 PM  
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 22<sup>nd</sup> day of September, 2000.

ATTEST:

GREENBRIER RAILCAR, INC.

*Gutchenor, Brent*

By: *W. A. Furman* (SEAL)  
William A. Furman  
Vice President

STATE OF OREGON, COUNTY OF CLACKAMAS, TO WIT:

I HEREBY CERTIFY, that on this 22<sup>nd</sup> day of September, 2000, before me, the undersigned, a Notary Public of the State of Oregon, personally appeared William A. Furman, who acknowledged himself to be the Vice President of Greenbrier Railcar, Inc., a Delaware corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and Notarial Seal.

*Janet E. Johnston*  
Notary Public

(SEAL)



My Commission Expires: 5/28/2002

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DESCRIPTION OF RAILCARS

Three (3) 89-foot, 70-ton flat cars with tri-level autoracks built in 1976 by Thrall Car Manufacturing Company bearing reporting marks and numbers:

CNA	704690
CNA	704692
CNA	704699